

SECOND AMENDED AND RESTATED BYLAWS OF
BAY UNITED SOCCER CLUB, INC.

This Second Amended and Restated Bylaws ("Bylaws") of Bay United Soccer Club, Inc., A Florida not for profit corporation is made and entered into this 3rd day of May, 2012, with an effective date of the 1st of May, 2012 (the "Effective Date").

ARTICLE I - NAME

The name of this organization is the Bay United Soccer Club, hereinafter referred to as "BUSC" or "the Club." The BUSC teams are nicknamed "Storm" for boys' teams and "Sharks" for girls' teams. When registering at an event, teams shall specify the Bay United name, along with the year of the age group of the team, and "B" for a boys' team or "G" for girls' team, as the case may be. For example, if a current year U12 boys' team, is registering for an event, the team would register as Bay United 99B.

ARTICLE II - PURPOSE

The purpose of this Club shall be the development, administration, and operation of competitive soccer teams for boys and girls as designated under the guidelines of the U.S. Soccer Federation (USSF), U.S. Youth Soccer Association (USYSA), and the Florida Youth Soccer Association (FYSA). These teams shall be organized and prepared for, and participate in: (1) the FYSA sanctioned State Cup tournament or the level of state cup competition currently designated as the President's Cup; (2) at least 3 FYSA (or equivalent of the USSF and USYSA) sanctioned tournaments during the annual cycle, provided that a team may also have the option of participating in a U.S. Club sanctioned tournament for one or more of the tournaments; and (3) intrastate/regional soccer league, to include sanctioned play dates.

ARTICLE III - MEMBERSHIP

SECTION 1 - MEMBERSHIP/MEMBER DEFINED

Any person meeting the requirements at the time of registration may be eligible for membership. Any registered player in good standing and his/her parents or guardians and team players shall be deemed a member ("Member") of the Club. Membership does not ensure a player a position on a team, rather a player's performance at tryouts to be held by the Club will determine whether a player will be selected for a BUSC team.

SECTION 2- MEMBERSHIP FEES

Membership fees are those registration fees set forth by the Board of Directors prior to the annual registration. A non-refundable annual registration fee shall be paid at a time and place to be specified by the Board.

SECTION 3 - MEMBERSHIP PERIOD

Membership shall be in effect for one (1) year from the date of registration subject to FYSA rules applicable to player release (The FYSA calendar year runs from August 1 to July 31). However, Membership does not entitle a player to a position on a BUSC Team. Rather, a player's performance at tryouts will determine whether a player will be placed on a BUSC team.

SECTION 4 - VOTING MEMBERSHIP

Voting membership, except at the Annual General Meeting in May, shall be comprised of the Board of Directors.

SECTION 5 - NON-VOTING MEMBERSHIP

Non-voting membership shall be comprised of registered Members and team coaches.

SECTION 6 - EXPULSION/SUSPENSION

Following notice and opportunity for hearing, Membership status shall be the determination of the Board of Directors when a Member's conduct has been deemed prejudicial or otherwise unsatisfactory to the aims of the Club, regardless of whether such conduct takes place on or off the field.

ARTICLE IV - OFFICERS

SECTION 1 - ELECTED OFFICERS

The elected officers of this Club shall be President, Vice President, Secretary, Treasurer, and Registrar. The specific aforementioned elected officers shall comprise and be referred to as the "Executive Board." In addition to the elected officers that comprise the Executive Board, there shall be four (4) Members-At-Large. The four (4) Members-At-Large shall be ultimately selected by the Executive Board based on nominations by the managers of each BUSC team. The Executive Board plus the Members-At-Large shall be the Board of Directors.

SECTION 2 - TERM OF OFFICE

Except for the four (4) Members-At-Large, officers shall be elected by the general membership of the Club (referred to above as "Non-Voting Membership") at the Annual General Meeting. The Non-Voting Membership shall be entitled to exercise one (1) vote per player registered at the time of the Annual General Meeting. The term of office for each officer on the Executive Board will be a two year term. The President and Secretary will be elected in odd numbered years, and the Vice-President, Treasurer, and Registrar will be elected in even numbered years upon adjournment of the annual meeting through the next meeting, or until a successor assumes the office. The term of office for the four (4) Members-At-Large shall be a seasonal year i.e. the Fall and Spring season from August to the following July of each year. In June, the manager for each BUSC team will nominate individuals to serve as a Member-At-Large, with the Executive Board making the final decision in July of no more than four (4) of the nominees to serve as Member-At-Large so that terms begin on August 1.

SECTION 3 - RESIGNATION

Any officer may resign from office by written notice to the Board of Directors.

SECTION 4 - REMOVAL FROM OFFICE

Following notice and opportunity for hearing, any officer may be removed from office for conduct deemed unbecoming an officer or prejudicial to the objects or proposes of the Club. Such removal will be subject to a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting. Notice of the impending procedure shall be given to the Board of Directors at least seven (7) days prior to the date of the regular or special meeting.

SECTION 5 - REPLACEMENT PROCEDURES

Replacement following resignation or removal from office shall be by nomination from the President with ratification by two-thirds of the Board of Directors.

SECTION 6 - DUTIES OF THE PRESIDENT

The President is the Chief Executive Officer of the Club and shall:

- A. Serve as Chairman of the Board of Directors.
- B. Preside at meetings.
- C. Call special meetings.
- D. Cast only the deciding votes at Board of Director meetings.
- E. Appoint committee chairpersons.
- F. Serve as an ex-officio member on all committees.
- G. Act directly as, or designate, a coordinator in all Club matters.
- H. Sign contracts with appropriate officers of committee chairpersons.

SECTION 7 - DUTIES OF THE VICE-PRESIDENT

The Vice President shall:

- A. Assume all duties and responsibilities of the President in his/her absence.
- B. Upon a vacancy being created in the office of President, immediately make arrangements to fill said vacancy.
- C. Perform all other duties assigned by President.
- D. Be responsible for the maintenance and publishing, as necessary, of the Constitution, Bylaws, and Rules and Regulations of the Club.
- E. Facilitate public relations for the Club.
- F. Oversee risk management.

SECTION 8 - DUTIES OF THE SECRETARY

The Secretary shall:

- A. Record and maintain the minutes of all club meetings.
- B. Maintain the official club files, including the Constitution, Bylaws, Rules and Regulations, master files on coaches, players, sponsors, team rosters and insurance claims.
- C. Act as Communications Officer.
- D. Oversee or perform the role of WebMaster.

SECTION 9 - DUTIES OF THE TREASURER

The Treasurer shall:

- A. Manage all finances of the Club.
- B. Prepare and present the annual budget.
- C. Maintain the Club's bank accounts.
- D. Prepare and present monthly and yearend financial reports.
- E. Disburse funds for Club purchases.

SECTION 10 - DUTIES OF THE REGISTRAR

The Registrar shall:

- A. Register all members in accordance with FYSA guidelines.
- B. Act as liaison between FYSA District Commissioner and Team Managers for all matters concerning member registration.

SECTION 11 - DUTIES OF THE MEMBERS-AT-LARGE

The Members-At-Large shall:

- A. Ensure that each manager of each team is assisting the coach as needed.
- B. Serve as a liaison between the parents and the Board of Directors.
- C. Attend Board of Director meetings.
- D. Each Member-At-Large will be assigned to represent one-fourth (1/4) of the BUSC Advanced Academy and Travel teams in a manner to be determined by the Executive Board. It will be the responsibility of the Member-At-Large to communicate with the assigned teams at least twice monthly to gather feedback regarding agenda items and Club business and to represent these views at the monthly Board meetings. The Members-At-Large will also communicate and disseminate Board decisions to these assigned teams. The purpose is to have the Members-At-Large act as representatives of their assigned teams at Board meetings.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1

The Board of Directors shall consist of those officers specified in Article IV, Section 1.

SECTION 2

The Board of Directors has authority to interpret and enforce the Club's Constitution, Bylaws, and Rules and Regulations. It will manage the business affairs of the Club, budget and administer funds

of the Club, establish standing and special committees, and recommend ways and means to achieve Club goals. The Board may adopt temporary policy for situations not provided for in the Constitution, Bylaws, or Rules and Regulations to meet the immediate goals of the Club and serve the best interests of its Members. The Board of Directors will also recommend changes regarding Club affiliation, place teams in appropriate levels of competition, determine and set fees, and determine disciplinary action for conduct violations.

The Executive Board has the authority to conduct Club business matters that would otherwise be impractical for the full Board of Directors to handle at regular monthly meetings.

ARTICLE VI -COMMITTEES

The Board of Directors may establish standing and special committees, whose chairpersons shall be appointed by the President. The President shall serve as ex-officio member on each and all committees.

ARTICLE VII - MEETINGS

SECTION 1

Regular Board of Director meetings for the conduct of Club business shall be held on a monthly basis. The President shall preside over these meetings, and shall cast only the deciding vote.

SECTION 2

All meetings of the Board of Directors shall require at least a simple majority of the Executive Board to officially conduct business.

SECTION 3

The general Membership is invited to attend and speak on appropriate issues at the scheduled regular monthly meeting of the Board of Directors.

SECTION 4

The Club shall convene an annual general meeting for the purpose of election of officers, status report on activities of the Club, and such other agenda items necessary to conduct business.

SECTION 5

It is suggested that Robert's Rules of Order be followed at all meetings, unless otherwise agreed to by the Executive Board.

SECTION 6

The President may call for special meetings of the Board of Directors. All board members must be notified twenty (24) hours in advance of any special meetings.

ARTICLE VIII -ELECTION OF OFFICERS

SECTION 1

The election of club officers shall take place at the annual general meeting, conducted in May.

SECTION 2

A three (3) member nominating committee (hereinafter "Nominating Committee") shall be appointed by the President and ratified by the Board of Directors no later than the March meeting, for the purpose of nominating a person or persons to serve in each office of the Club. The Nominating Committee shall make known its nominations during the April meeting. At this time, nominations from the floor may also be made. These nominations shall comprise the final ballot for election of club officers.

SECTION 3

During the annual general meeting in May, the President shall present the final ballot (from Section 2) to the club membership. A majority vote of the general membership in attendance shall elect each officer by secret ballot.

SECTION 4

Each candidate shall be a Member in good standing or willing to become a Member, and must be willing to accept the responsibilities of the office for which he/she has been nominated. A candidate may be nominated for more than one office, but can only be elected to serve in one (1) office.

ARTICLE IX - FINANCES

SECTION 1

Budgets and reports of income and expenses shall be established, as necessary, for the operation of Bay United Soccer Club.

SECTION 2

Accountability and fiscal responsibility shall be demonstrated by the Club in the use of all funds under its authority. The Club shall assure that adequate resources are available to attain its goals and programs. All persons with budgetary authority shall be accountable for the expenditure of funds.

SECTION 3

Final approval of requests for funding shall lie with the Board of Directors, except as overruled by the general membership at the annual general meeting by a two-thirds majority vote. Requests for expenditures in excess of \$2000 must be approved by a majority vote of the Board of Directors. The Executive Board is authorized to spend up to \$2000 by majority vote. The President is authorized to spend \$500.00 without board approval. Spending which occurs outside the board meetings must be read into the minutes at the next regular meeting.

SECTION 4

A copy of the proposed budget and previous year-end statement is to be available to any member, upon request, seven days prior to the annual general meeting.

SECTION 5

The Treasurer shall present a year-end financial statement at the annual general meeting.

SECTION 6

The Club is a 501(c)3 non-profit organization as designated by the IRS and therefore its expenditures may be tax exempt. The use of the tax-exempt certificate is limited to the Board of Directors. All use of the tax exemption will be consistent with applicable laws and regulations so that the Club's tax-exempt status is not adversely affected.

ARTICLE X - DISCIPLINE

SECTION 1

All coaches, players, club officials, parents and/or guardians shall be subject to the FYSA Code of Conduct ("Code of Conduct"). Violation of the Code of Conduct shall be subject to the disciplinary actions as set forth by FYSA and that of the Club Board of Directors.

SECTION 2

Any person charged with violation of the Code of Conduct shall have the opportunity to appear before the Board of Directors.

SECTION 3

Members registering complaints must do so in writing to the attention of the President. Upon receipt of the written complaint by the President no later than three (3) days prior to a scheduled monthly meeting, a complaining party will be permitted to attend and provided the opportunity to address the Board of Directors. If the written complaint is received by the President within three (3) days of a scheduled monthly meeting, the complaining party will be permitted to attend and address the Board of Directors at the next monthly meeting. .

ARTICLE XI - INQUIRY, PROTESTS, HEARINGS, AND APPEALS

Bay United Soccer Club shall provide procedures for fair and impartial hearings on any charges prior to imposing discipline or sanctions. Further, their protest and appeal procedures must be in conformity with those of FYSA.

ARTICLE XII - AMENDMENTS

SECTION 1

The Board of Directors may adopt, amend, or rescind these Bylaws at pleasure by a two-thirds vote of the directors present at any regular meeting or special meeting called for that purpose, provided that notice of proposed alteration is given to the members of the Board of Directors at least seven (7) days preceding the regular or special meeting.

IN WITNESS WHEREOF, this "Second Amended and Restated Bylaws" of BUSC has been entered into on the date and year first above written.

Board of Directors:

BAY UNITED SOCCER CLUB, INC.,
a Florida not for profit corporation

Jacob Lehtio

Jacob Lehtio, President

Suzanne Vann

Jill Holt

Sheila Schnoering

Karen Gandy

Sandy Means

Andrew Looker

Shannon Brittain